## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.20549



# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	APPROVAL
OMB Number:	3235-0076
Expires:	May 31,2005
Estimated aver	rage burden
hours per resp	onse16.00

SEC US	E ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering ( Check if this is an amendment and name has changed, and indicate change.)  D&A International Stock Fund III, L.P.	
Filing under(Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: New Filing X Amendment	Section 4(6) ULOE
A.BASIC IDENTIFICATION DATA	
1.Enter the information requested about the issuer	
Name of Issuer( X) Check if this is an amendment and name has changed, and indicate change	.)
D&A International Stock Fund III, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number(Including Area Code)
10251 Vista Sorrento Parkway Suite 200 San Diego CA 92121	619-308-9700
Address of Principal Business Operations (If different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number(Including Area Code)
Brief Description of Business: CA LP organised to invest primarily in common stock of pub	licly held companies D
Type of Business Organization	// MAR 0 8 2005
corporation X limited partnership, already formed other (please specific	
business trust limited partnership, to be formed	2005
MONTH YEAR	CONTROL MAR 10 CONTROL
Actual or Estimated Date of Incorporation or Organization: 0 1 9 7 X Actual	Estimated ENGAGEON
Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for sta CN for Canada; FN for other foreign jurisdiction)	te:
GENERAL INSTRUCTIONS	
FEDERAL: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6)	s), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deem on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date of registered or certified mail to that address.	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washigton, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any Cosigned copy or bear typed or printed signatures.	opies not manully signed must be photocopies of the manually
information Required: A new filing must contain all information requested. Amendments need only report the name of the requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and App.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in the form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be fill appendix to the notice constitutes a part of this notice and must be completed.	be, or have been made. If a State requires the payment of a fee
ATTENTION	4
Failure to file notice in the appropriate states will not result in a loss of the federal exent the appropriate federal notice will not result in a loss of an available state exemption unpredicated on the filing of a federal notice.	· ·

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

- 2. Enter the information requested for the following:
  - i. Each promoter of the issuer # the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
  - iv. Each general and managing partner of partnership issuers.

Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director		General and /or Managing Partner
Full Name(Last name first, if	Individual)				
Dunham & Associates Securi	ties, Inc				
Business or Residence Addr	ess	(Number and St	reet, City,State ,Zip Code)		
10251 Vista Sorrento Parkway	Suite 200 San I	Diego CA 92121			
	····				
Check Box(es) that apply:	Promoter	Beneficial Owner	X Executive Officer Director		General and /or Managing Partner
Full Name(Last name first, if	Individual)				
Dunham Jeffrey A		e e			
Business or Residence Addr	ess	(Number and St	reet, City,State ,Zip Code)		
10251 Vista Sorrento Parkway	Suite 200 San j	Diego CA 92121	·		
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director		General and /or Managing Partner
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Business or Residence Add	ress	(Number and S	treet, City,State ,Zip Code)		
10251 Vista Sorrento Parkway	,Suite 200 San i	Diego CA 92121			

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			Yes	No										
1. Has	the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
	Answer also in Appendix, Column 2, if filing under ULOE.		-											
2. Wha	at is the minimum investment that will be accepted from any individual?	\$	\$ 250,000	.00										
3 Dos	s the offering permit joint ownership of a single unit?		Yes	No										
	er the information requested for each person who has been or will be paid or given, directly or indirectly, any													
commi If a pe state o	ission or similar remuneration for solicitation of purchases in connection with sales of securities in the offenng, rson to be listed is an associated person or agent of a broker or dealer registered with the SEC and /or with a per states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons in a broker or dealer, you may set forth the information for that broker or dealer only.													
Full Na	me (Last name first, if individual) Empire Financial Group, Inc.													
Busine	ss or Residence Address (Number and Street, City, State, Zip Code)													
<u></u>	1385 West State Rd. Langwood,FL 32750			<del>,</del>										
Name (	of Associated Broker or Dealer Empire Financial Group, Inc.													
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	ime (Last name first, if individual) H-Beck, Inc. ss or Residence Address (Number and Street, City, State, Zip Code)													
Busine	ss or Residence Address (Number and Street, City, State, Zip Code) 11140 Rockville Pike Rockville,MD 20852		· · · · · · · · · · · · · · · · · · ·											
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Busine Name of States	ss or Residence Address (Number and Street, City, State, Zip Code)  11140 Rockville Pike Rockville,MD 20852  of Associated Broker or Dealer  H. Beck, Inc.  in Which Person Listed has Solicited or Intends to Solicit Purchasers													
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Accounting Fees.....

Engineering Fees.....

Other Expenses(Identify).....

Sales Commissions (specify finders' fees separately).....

Total.....

\$0.00

\$0.00

\$1,000,000.00

\$1,005,000.00

Question 1 and total expenses furnished	egate offering price given in response to Part C in response to Part C- Question 4.a. This differer."	erence i			\$		\$98,995,000.00
used for each of the purposes shown. If the estimate and check the box to the left of the	I gross proceeds to the issuer used or proposed the amount for any purpose is not known, furnis the estimate. The total of the payments listed n issuer set forth in response to Part C- Question	sh an nust	ove.			,	
				Payments to Officers, Directors, & Affillates		Pa	yments to Others
Salaries and fees		K	\$	\$430,000.00	K	\$	\$700,000.00
Purchase of real estate		\ <b>K</b> □	\$	\$0.00	K	\$	\$0.00
Purchase,rental or leasing and insta	llation of machinery and equipment	K	\$	0	Ĭ K⊓	\$	\$0.00
Construction or leasing of plant build	lings and facilities	K	\$	\$0.00	×	\$	\$0.00
	ing the value of securities involved in						
this offering that may be used in exc another issuer pursuant to a merger		K	\$	\$0.00	<b>X</b>	¢	\$0.00
						Ψ	
Repayment of indebtedness			\$	\$0.00		\$	\$0.00
working capital		K	\$	\$97,865,000.00		\$	\$0.00
Other(specify):							
· · · · · · · · · · · · · · · · · · ·							
			\$	\$0.00	K	\$	\$0.00
Column Totals			\$	\$98,295,000.00		\$	\$700,000.00
Total Payments Listed(column totals added)				<b>×</b> \$	; 9	8,995	,000.00
	D.FEDERAL SIGNATURE						
Rule 505, the the following signature con	be signed by the undersigned duly autho stitutes an undertaking by the issuer to fut taff, the information furnished by the issue	rnish te	o the	U.S. Securities	and I	Exch	ange
Issuer(Print or Type)	Signature	Dat	te		187 0	<i>چ</i> و.	≫? ·
D&A International Stock Fund III, L.P.  Aug 7 5 ( )				[FEB	1 <u>1</u> %	7 <b>7</b> (1)	Ö
Name of Signer(Print or Type)	Title of Signer(Print or Type)	<del></del>					······································
Denise Iverson	Chief Financial Officer						
	ATTENTION						
Intentional misstatements or o	omissions of fact constitute federal crir	ninal	viola	tions. (See 18 L	J.S.C	.100	1.

#### te strike eigenvarvike

1. Is any party described in 17 CFR 230.262 presently subject to any disqualification		
provisions of such rule?	Yes	

#### See Appendix, Column 5, for state response

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D(17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption(ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer(Print or Type)  D&A International Stock Fund III, L.P.	Signature Jews S. Ju	Date !/EB 1 8 2005
Name(Print or Type)	Title(Print or Type)	,
Denise Iverson	Chief Financial Officer	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### 八日라리아이於

1	Intend to sell to non-accredited investors in State		3 Type of Security and aggregate offering price offered in state		5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)				
State	Yes	No	Partnership Interest S 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									_
AK									
<b>AZ</b> AR				-					
CA		X		42	5,336,383.62				X
СО					3,000,000.02				
CT		X		1	125,000.00				X
DE					123,000.00		-		
DC									
FL		X		1	\$ 275,646.33				X
GA									
н									
ID									
IL		X		1					X
IN									
IA									
KS									
KY									
LA									
МЕ									
MD									
MA		X		5	166,633.45				X
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MN									
MS									
МО									

#### **APPENDIX**

		2	3	7,112,101				5		
1	Inten to non-a	d to sell ccredited s in State	Type of Security and aggregate offering price offered in state	Type of investor and amount purchased in State				Disqualification under State ULOE (if yes, attach explanation of waiver grated)		
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
МТ		X		1	\$ 93,759.35				X	
NE										
NV		X		12	34,498,607.9	ı			X	
NH				-						
NJ										
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Foreign Investments total \$